

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D. C. 20005-4078

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RECORDATION NO

17989

FILED 1425

NOV 5 1992 -12:20 PM

INTERSTATE COMMERCE COMMISSION

November 5, 1992

The Honorable Sidney L. Strickland, Jr.
 Secretary
 Interstate Commerce Commission
 Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are three (3) executed original counterparts of: (1) an Equipment Leasing Agreement ("Lease"), a primary document, dated as of September 30, 1992, and (2) a Lease Supplement No. 1 ("Lease Supplement"), a secondary document, dated November 5, 1992, by and between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee ("Lessor"), and Wisconsin Power & Light Company, Wisconsin Electric Power Company, and Wisconsin Public Service Corporation, referred to individually and collectively as ("Lessee").

The names and addresses of the parties to the enclosed documents are as follows:

LESSOR: Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890-0001

LESSEE: Wisconsin Power & Light Company
 222 West Washington Avenue
 Madison, Wisconsin 53701-0192

Wisconsin Electric Power Company
 231 West Michigan Street
 Milwaukee, Wisconsin 53203

Wisconsin Public Service Corporation
 700 North Adams Street
 Green Bay, Wisconsin 54301

A general description of the railroad equipment covered by the enclosed documents is attached hereto as Schedule I.

Please record in the "Vendee/Lessee" Index Book (white pages) a separate entry of the Lease as a primary document and the Lease Supplement as a secondary document (with a reference to the Recordation Number assigned to the documents filed herein) under each of the named Lessees:

- (1) Wisconsin Power & Light Company
 222 West Washington Avenue
 Madison, Wisconsin 53701-0192

RECORDATION NO

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INTERSTATE COMMERCE COMMISSION

NOV 5 12:20 PM '92

C. Donelan
for Cleary

DONELAN, CLEARY, WOOD & MASER, P. C.

The Honorable Sidney L. Strickland, Jr.
November 5, 1992
Page 2

(2) Wisconsin Electric Power Company
231 West Michigan Street
Milwaukee, Wisconsin 53203

and

(3) Wisconsin Public Service Corporation
700 North Adams Street
Green Bay, Wisconsin 54301

The undersigned is the attorney-in-fact for purposes of this filing. Please return the originals of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4078 or the bearer hereof.

Enclosed is a remittance in the amount of \$96.00 for the required recording fees and for the request to index the above-named Lessees in the Vendee/Lessee index book.

A short summary of the documents to appear in the index follows:

PRIMARY DOCUMENT

Lease, dated as of September 30, 1992, by and between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, and Wisconsin Power & Light Company, Wisconsin Electric Power Company, and Wisconsin Public Service Corporation, referred to individually and collectively as Lessee, covering three hundred and sixty (360) aluminum rotary dump gondola cars, specification X-91052.MOD, bearing identification marks and numbers EDGX3001 through EDGX3360, inclusive.

SECONDARY DOCUMENT

Lease Supplement, dated November 5, 1992, by and between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, and Wisconsin Power & Light Company, Wisconsin Electric Power Company, and Wisconsin Public Service Corporation, referred to individually and collectively as Lessee, covering three hundred and sixty (360) aluminum rotary dump gondola cars, specification X-91052.MOD, bearing identification marks and numbers EDGX3001 through EDGX3360, inclusive.

Respectfully submitted,

By: _____


John K. Maser III
Attorney-In-Fact

Attachment
2970-001

SCHEDULE I

DESCRIPTION OF RAILROAD EQUIPMENT

Three hundred and sixty (360) aluminum rotary dump gondola cars, manufactured by Johnstown America Corporation, specification X-91052.MOD, bearing identification marks and numbers EDGX3001 through EDGX3360, inclusive.

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LEASE SUPPLEMENT NO. 1

INTERSTATE COMMERCE COMMISSION

This Lease Supplement dated November 5, 1992, is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of September 30, 1992 between the undersigned Lessor and Lessee (herein, as amended and supplemented from time to time, called the "Lease"). Lessee hereby (a) acknowledges and certifies that (i) each Unit of Equipment described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, Lessee at Johnstown, Pennsylvania, and is to be promptly relocated to the location set forth below, (ii) Lessee has reviewed and approved the purchase order, supply contract or purchase agreement covering each such Unit, and (iii) that as between Lessor and Lessee, each such Unit is of a size, design, capacity and manufacture acceptable to and suitable for Lessee's purposes, has been installed to Lessee's satisfaction, and is in good working order, repair and condition; and (b) unconditionally and irrevocably accepts each such Unit for lease under the Lease on the date hereof. Lessor and Lessee hereby agree that each Unit of Equipment described below or on any Schedule attached hereto is hereby leased from Lessor to Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term of each Unit of Equipment commences on the date hereof and that such date is the Acceptance Date thereof; and that the Acquisition Cost, Interim Term, Basic Term Commencement Date, Basic Term, Interim Rent, Basic Rent and Related Exhibit A-1 for all Units of Equipment covered by this Lease Supplement is as set forth below. Lessee hereby agrees to pay the Rent for all Units of Equipment covered by this Lease Supplement in the amounts and at the times specified below, reaffirms its acknowledgments and agreements in Section 8 of the Lease and certifies that its representations and warranties set forth in Section 22 of the Lease and in any related certificate delivered to Lessor are true and correct on the date hereof. All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Units of Equipment (include make, model, serial number and quantity): Three hundred sixty (360) new aluminum rotary dump gondola railcars having 286,000 lbs. gross rail load capacity, as more particularly set forth on Schedule A.
2. Location: Butler, Wisconsin
3. Acquisition Cost: \$16,405,054.00, comprised of \$45,569.59 for each Unit.

4. Interim Term: commencing on date hereof and ending on November 29, 1992.
5. Basic Term Commencement Date: November 30, 1992
6. Basic Term: 12 months, commencing on Basic Term Commencement Date and ending on November 29, 1993.
7. Interim Rent for Interim Term: \$93,873.36 (plus applicable sales/use tax) payable on November 30, 1992.
8. Basic Rent payable during Basic Term: \$136,610.46 (plus applicable sales/use tax) payable on each Rent Payment Date in arrears during Basic Term, commencing December 31, 1992.

REMAINDER OF PAGE LEFT INTENTIONALLY BLANK

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement No. 1 to be executed by their duly authorized officers as of the date first above written.

Dated: November 5, 1992.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee (Lessor)

By _____
Title: Assistant Vice President

Attest:

WISCONSIN POWER & LIGHT COMPANY (Lessee)

Secretary
(Corporate Seal)

By _____
Title: _____

Attest:

WISCONSIN ELECTRIC POWER COMPANY
(Lessee)

Secretary
(Corporate Seal)

By _____
Title: _____

Attest:

WISCONSIN PUBLIC SERVICE CORPORATION
(Lessee)

Secretary
(Corporate Seal)

By _____
Title: _____

COUNTERPART NO. 10 OF 15 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1. THE LESSOR'S RIGHTS UNDER THIS LEASE SUPPLEMENT ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF FIRST SECURITY BANK OF UTAH, N.A. AS SECURITY TRUSTEE.


IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement No. 1 to be executed by their duly authorized officers as of the date first above written.

Dated: November 5, 1992.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee (Lessor)

By _____
Title: _____

Attest:



Secretary ~~ASST~~ SECRETARY
(Corporate Seal)

WISCONSIN POWER & LIGHT COMPANY (Lessee)

By 

Title: Vice President-Finance and Treasurer

Attest:

WISCONSIN ELECTRIC POWER COMPANY
(Lessee)

Secretary
(Corporate Seal)

By _____
Title: _____

Attest:

WISCONSIN PUBLIC SERVICE CORPORATION
(Lessee)

Secretary
(Corporate Seal)

By _____
Title: _____

COUNTERPART NO. 10 OF 15 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1. THE LESSOR'S RIGHTS UNDER THIS LEASE SUPPLEMENT ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF FIRST SECURITY BANK OF UTAH, N.A. AS SECURITY TRUSTEE.

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Dated: November 5, 1992.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee (Lessor)

By _____
Title: _____

Attest:

WISCONSIN POWER & LIGHT COMPANY (Lessee)

Secretary
(Corporate Seal)

By _____
Title: _____

Attest:

WISCONSIN ELECTRIC POWER COMPANY
(Lessee)

[Signature]
Asst. Secretary
(Corporate Seal)

By B. Van Dinty
Title: Vice President - System Operations

Attest:

WISCONSIN PUBLIC SERVICE CORPORATION
(Lessee)

Secretary
(Corporate Seal)

By _____
Title: _____

COUNTERPART NO. 10 OF 15 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1. THE LESSOR'S RIGHTS UNDER THIS LEASE SUPPLEMENT ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF FIRST SECURITY BANK OF UTAH, N.A. AS SECURITY TRUSTEE.

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Dated: November 5, 1992.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee (Lessor)

By _____
Title: _____

Attest: WISCONSIN POWER & LIGHT COMPANY (Lessee)

Secretary
(Corporate Seal) By _____
Title: _____

Attest: WISCONSIN ELECTRIC POWER COMPANY (Lessee)

Secretary
(Corporate Seal) By _____
Title: _____

Attest: WISCONSIN PUBLIC SERVICE CORPORATION (Lessee)

R. H. Kuntz
Secretary
(Corporate Seal) By L. V. Bratton
Title: Senior Vice President

COUNTERPART NO. 10 OF 15 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1. THE LESSOR'S RIGHTS UNDER THIS LEASE SUPPLEMENT ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF FIRST SECURITY BANK OF UTAH, N.A. AS SECURITY TRUSTEE.

STATE OF DELAWARE

COUNTY OF New Castle) ss:
)
)

On this 2nd day of November 1992,
personally appeared before me, James P. Lawler, who
being by me duly sworn, did say that (s)he is a Assistant Vice President
of Wilmington Trust Company, a Delaware banking corporation, that
the foregoing instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and (s)he
acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

(SEAL)

Sharon M. Brendle
Notary Public
My Commission Expires:

SHARON M. BRENDLE
NOTARY PUBLIC
MY COMMISSION EXPIRES AUGUST 10, 1993

STATE OF WISCONSIN

COUNTY OF DANE

)
) ss:
)

On this 3rd day of November, 1992,
personally appeared before me, Edward M. Gleason, who
being by me duly sworn, did say that (s)he is a Vice President
of Wisconsin Power & Light Company, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Linda J. Wentzel
Notary Public Linda J. Wentzel
My Commission Expires: Nov. 15, 1992

STATE OF WISCONSIN

COUNTY OF _____

)
) ss:
)

On this _____ day of _____, 1992,
personally appeared before me, _____, who
being by me duly sworn, did say that (s)he is a _____
_____ of Wisconsin Electric Power Company, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Notary Public
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF _____

)
) ss:
)

On this _____ day of _____, 1992,
personally appeared before me, _____, who
being by me duly sworn, did say that (s)he is a _____
_____ of Wisconsin Public Service Corporation, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Notary Public
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF _____

)
) ss:
)

On this _____ day of _____, 1992,
personally appeared before me, _____, who
being by me duly sworn, did say that (s)he is a _____
_____ of Wisconsin Power & Light Company, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Notary Public
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF MILWAUKEE

)
) ss:
)

On this 3rd day of November, 1992,
personally appeared before me, Bernard F. Van Dinter, who
being by me duly sworn, did say that (s)he is a Vice President
_____ of Wisconsin Electric Power Company, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Gloria J. Monson
Notary Public
My Commission Expires: June 2, 1996

STATE OF WISCONSIN

COUNTY OF _____

)
) ss:
)

On this _____ day of _____, 1992,
personally appeared before me, _____, who
being by me duly sworn, did say that (s)he is a _____
_____ of Wisconsin Public Service Corporation, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Notary Public
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF _____

)
) ss:
)

On this _____ day of _____, 1992,
personally appeared before me, _____, who
being by me duly sworn, did say that (s)he is a _____
_____ of Wisconsin Power & Light Company, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Notary Public
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF _____

)
) ss:
)

On this _____ day of _____, 1992,
personally appeared before me, _____, who
being by me duly sworn, did say that (s)he is a _____
_____ of Wisconsin Electric Power Company, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Notary Public
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF Brown

)
) ss:
)

On this 3rd day of November, 1992,
personally appeared before me, D. P. Bittner, who
being by me duly sworn, did say that (s)he is a Senior Vice President
_____ of Wisconsin Public Service Corporation, a Wisconsin
corporation, that the foregoing instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and (s)he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

(SEAL)

Donna M. Sheedy
Notary Public Donna M. Sheedy
My Commission Expires: February 12, 1995

SCHEDULE A TO LEASE SUPPLEMENT


<u>Quantity</u>	<u>Manufacturer</u>	<u>Model</u>	<u>Car Numbers</u>
360	Johnstown America Corp.	Aluminum Rotary Dump Gondola Cars, Specification X-91052.MOD	EDGX 3001-3360, inclusive

SCHEDULE B TO LEASE SUPPLEMENT

**Sales/Use Tax Addendum to
Lease Supplement No. 1
dated November 5, 1992**

The Lessor and Lessee hereby agree that, for purposes of the calculation of any state and/or local sales and use tax which may be imposed on the leasing of the Equipment identified on this Lease Supplement, the portion of the total Rent payable by Lessee to Lessor for said Equipment representing finance charges is \$17,696,215.42.

**WISCONSIN POWER
AND LIGHT COMPANY**

By 
Title: Vice President-Finance
and Treasurer
**WISCONSIN ELECTRIC
POWER COMPANY**

By _____
Title: _____

**WILMINGTON TRUST COMPANY, not in
its individual capacity,
but solely as Owner
Trustee**

By _____
Title: _____

**WISCONSIN PUBLIC SERVICE
CORPORATION**

By _____
Title: _____

SCHEDULE B TO LEASE SUPPLEMENT

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**WISCONSIN POWER
AND LIGHT COMPANY**

By _____
Title: .

**WISCONSIN ELECTRIC
POWER COMPANY**

By _____
Title:

**WILMINGTON TRUST COMPANY, not in
its individual capacity,
but solely as Owner
Trustee**

By _____
Title: Assistant Vice President

**WISCONSIN PUBLIC SERVICE
CORPORATION**

By _____
Title:

SCHEDULE B TO LEASE SUPPLEMENT

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dated November 5, 1992**

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**WISCONSIN POWER
AND LIGHT COMPANY**

**WILMINGTON TRUST COMPANY, not in
its individual capacity,
but solely as Owner
Trustee**

By _____
Title:

By _____
Title:

**WISCONSIN ELECTRIC
POWER COMPANY**

**WISCONSIN PUBLIC SERVICE
CORPORATION**

By B. Van Dinter
Title: Vice President -
System Operations

By _____
Title:

SCHEDULE B TO LEASE SUPPLEMENT

Sales/Use Tax Addendum to
Lease Supplement No. 1
dated November 5, 1992

The Lessor and Lessee hereby agree that, for purposes of the calculation of any state and/or local sales and use tax which may be imposed on the leasing of the Equipment identified on this Lease Supplement, the portion of the total Rent payable by Lessee to Lessor for said Equipment representing finance charges is \$17,696,215.42.

WISCONSIN POWER
AND LIGHT COMPANY

WILMINGTON TRUST COMPANY, not in
its individual capacity,
but solely as Owner
Trustee

By _____
Title:

By _____
Title:

WISCONSIN ELECTRIC
POWER COMPANY

WISCONSIN PUBLIC SERVICE
CORPORATION

By _____
Title:

By L. P. [Signature]
Title: Senior Vice President